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*Attorneys for Defendant
Barr Laboratories, Inc.*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

| | | |
|---------------------------------|---|---|
| CELGENE CORPORATION, |) | |
| |) | Civil Action No. 07-286 |
| Plaintiff, |) | |
| |) | Hon. Susan D. Wigenton, U.S.D.J. |
| v. |) | Hon. Madeline C. Arleo, U.S.M.J. |
| |) | |
| BARR LABORATORIES, INC., |) | (Filed Electronically) |
| |) | |
| Defendant. |) | |
| |) | |

STIPULATION AND [PROPOSED] ORDER OF CONSOLIDATION

WHEREAS, Celgene Corporation (“Celgene”) brought Civil Action No. 07-286 against Barr Laboratories, Inc. and Barr Pharmaceuticals, Inc. for infringement of certain patents owned by Celgene;

WHEREAS, Celgene and Children’s Medical Center Corporation (“CMCC”) have brought Civil Action No. 08-3357 against Barr Laboratories, Inc. and Barr Pharmaceuticals, Inc. (“Barr”) for infringement of certain patents owned by Celgene and CMCC;

WHEREAS both actions relate to Barr Laboratories, Inc.’s submission of Abbreviated New Drug Application No. 78-505 to the United States Food and Drug Administration;

WHEREAS the parties have stipulated to the dismissal of Barr Pharmaceuticals, Inc. from Civil Action No. 07-286;

WHEREAS the parties have stipulated to the dismissal of Barr Pharmaceuticals, Inc. from Civil Action No. 08-3357;

WHEREAS the parties have agreed to consolidate Civil Action Nos. 07-286 and 08-3357;

WHEREAS the parties have stipulated to the consolidation of Civil Action Nos. 07-286 and 08-3357 under Civil Action No. 07-286;

WHEREAS good cause exists to consolidate Civil Action Nos. 07-286 and 08-3357;

NOW THEREFORE, the parties stipulate to the following:

Subject to the approval of this Court, Civil Action Nos. 07-286 and 08-3357 shall be consolidated pursuant to Fed. R. Civ. P. 42(a) under Civil Action No. 07-286 (the "Consolidated Actions");

All papers in both actions shall be maintained in the 07-286 Action;

All claims brought against Barr Pharmaceuticals, Inc. in the Consolidated Actions shall be dismissed without prejudice;

Barr Pharmaceuticals, Inc. shall be bound by any judgment against Barr Laboratories, Inc. in the Consolidated Actions;

Barr Pharmaceuticals, Inc. shall provide substantive discovery in its possession, custody and/or control in response to Celgene's discovery requests to Barr Laboratories, Inc. or as otherwise directed by the Court;

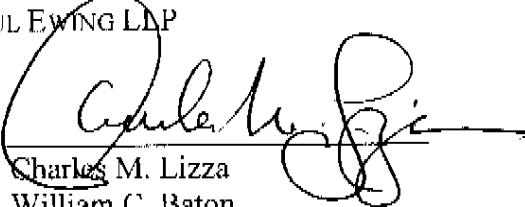
Barr shall file and serve an answer to Celgene's and CCMC's Complaint in Civil Action No. 08-3357 on or before August 13, 2008; and

The caption for the Consolidated Actions shall be changed to the following:

| | | |
|---------------------------|---|-------------------------------------|
| CELGENE CORPORATION, |) | Civil Action No. 07-286 (SDW)(MCA) |
| Plaintiff, |) | Hon. Susan D. Wigenton, U.S.D.J. |
| v. |) | Hon. Madeline C. Arleo, U.S.M.J. |
| <hr/> | | |
| BARR LABORATORIES, INC., |) | |
| Defendant. |) | |
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| CELGENE CORPORATION and |) | Civil Action No. 08-3357 (SDW)(MCA) |
| CHILDREN'S MEDICAL CENTER |) | |
| CORPORATION, |) | |
| Plaintiffs, |) | Hon. Susan D. Wigenton, U.S.D.J. |
| v. |) | Hon. Madeline C. Arleo, U.S.M.J. |
| <hr/> | | |
| BARR LABORATORIES, INC., |) | |
| Defendant. |) | |

Dated: July 24, 2008

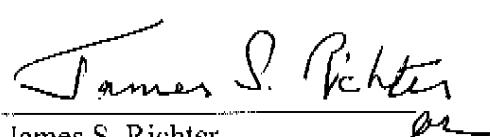
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SO ORDERED this 28 day of July, 2008


HON. MADELINE C. ARLEO, U.S.M.J.